

ORIGINAL

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

UNITED STATES OF AMERICA,

Plaintiff/Appellant,
- against -

08 CV 03753 (NRB)

DELPHI CORPORATION, et al..

MOTION TO ADMIT COUNSEL

PRO HAC VICE

Defendant/Appellee.

PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York, I, Kayalyn A. Marafioti, a member in good standing of the bar of this Court, hereby move for an order allowing the admission pro hac vice of

Applicant's Name: Lisa B. Diaz
Firm Name: Skadden, Arps, Slate, Meagher and Flom LLP
Address: 333 West Wacker Drive
City/State/Zip: Chicago, Illinois 60606
Phone Number: 312-407-0588
Fax Number: 312-827-9337

Lisa B. Diaz is a member in good standing of the Bar of the State of Illinois.

There are no pending disciplinary proceedings against Lisa B. Diaz in any State or Federal court.

Dated: New York, New York
May 4, 2008

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: Kaylyn A. Marafioti
Kaylyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, *et al.*,
Debtors and Debtors-in-Possession

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York 10036
(212) 735-3000
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)

Attorneys for Appellee, Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
----- X
UNITED STATES OF AMERICA, :
Plaintiff/Appellant, : Dist. Case No. 08-CV-03753 (NRB)
- against - :
DELPHI CORPORATION, et al., :
Defendant/Appellee. :
----- X

AFFIDAVIT OF KAYALYN A. MARAFIOTI IN SUPPORT OF MOTION
TO ADMIT COUNSEL PRO HAC VICE

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

KAYALYN A. MARAFIOTI, being duly sworn, deposes and says:

1. I am a member of the firm of Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden, Arps") in New York, New York, counsel for Defendant/Appellee in the above-captioned action. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set forth herein and in support of Defendant/Appellee's motion to admit Lisa B. Diaz as counsel pro hac vice to represent Defendant/Appellee in this matter.

2. I am a member in good standing of the bar of the State of New York and was admitted to practice law in this state in 1980. I am also admitted to the bar of the United States District Court for the Southern District of New York and am in good standing with this Court.

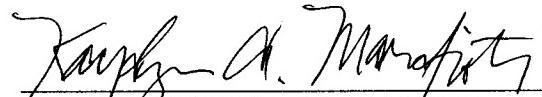
3. I have known Lisa B. Diaz for two years.
4. Ms. Diaz is an associate with Skadden, Arps in Chicago, Illinois.
5. I have found Ms. Diaz to be a skilled attorney and a person of integrity.

She is familiar with the Federal Rules of Civil Procedure.

6. Accordingly, I am pleased to move the admission of Lisa B. Diaz, pro hac vice.

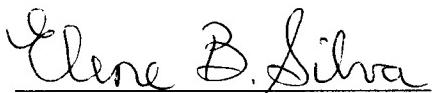
7. I respectfully submit a proposed order granting the admission of Lisa B. Diaz, pro hac vice.

WHEREFORE I respectfully request that the motion to admit Lisa B. Diaz, pro hac vice, to represent Defendant/Appellee in the above-captioned matter, be granted.



KAYALYN A. MARAFIOTI
SDNY Bar Code: (KM)9362

Sworn to before me this
13th day of May 2008



ELENE B. SILVA
Notary Public, State of New York
No. 01SI5033929
Qualified in New York County
Commission Expires Sept. 26, 2010

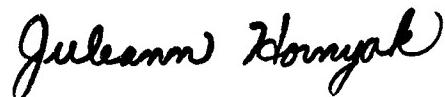
Certificate of Admission To the Bar of Illinois

I, Juleann Hornyak, Clerk of the Supreme Court of Illinois, do hereby certify that

Lisa Beth Diaz

has been duly licensed and admitted to practice as an Attorney and Counselor of Law within this State; has duly taken the required oath to support the CONSTITUTION OF THE UNITED STATES and of the STATE OF ILLINOIS, and also the oath of office prescribed by law, that said name was entered upon the Roll of Attorneys and Counselors in my office on November 9, 2006 and is in good standing, so far as the records of this office disclose.

In Witness Whereof, I have hereunto placed my hand and affixed the seal of said Supreme Court, at Springfield, in said State, this Monday, April 28, 2008.



Clerk

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

UNITED STATES OF AMERICA,

Plaintiff/Appellant,

08 CV 03753 (NRB)

- against -

DELPHI CORPORATION, et al.,

Defendant/Appellee.

**ORDER FOR ADMISSION
PRO HAC VICE
ON WRITTEN MOTION**

Upon the motion of Kayalyn A. Marafioti, attorney for Delphi Corporation, and said sponsor attorney's affidavit in support;

IT IS HEREBY ORDERED that

Applicant's Name:	Lisa B. Diaz
Firm Name:	Skadden, Arps, Slate, Meagher and Flom LLP
Address:	333 West Wacker Drive
City/State/Zip:	Chicago, Illinois 60606
Telephone/Fax:	312-407-0588 312-827-9337
Email Address:	<u>Lisa.Diaz@skadden.com</u>

is admitted to practice pro hac vice as counsel for Delphi Corporation in the above-captioned case in the United States District Court for the Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately apply for an ECF password at nysd.uscourts.gov. Counsel shall forward the pro hac vice fee to the Clerk of Court.

Dated : New York, New York
May ___, 2008

United States District Court Judge
Naomi Reice Buchwald

CERTIFICATE OF SERVICE

The undersigned, an attorney duly admitted to practice law before this Court, hereby certifies under penalty of perjury, that on May 16, 2008, I caused a true copy of the

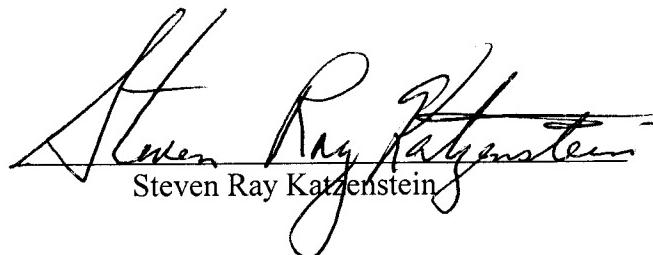
- ***Motion to Admit Counsel Pro Hac Vice with the annexed Affidavit of Kayalyn A. Marafioti in Support of Motion To Admit Counsel Pro Hac Vice sworn to on the 14th day of May 2008 and Order For Admission Pro Hac Vice on Written Motion***

to be served upon the following party as indicated:

By Hand Delivery

Eduardo Jorge Glas
McCarter & English, LLP
245 Park Avenue
27th Floor
New York, NY 10167

Dated: New York, New York
May 16, 2008



A handwritten signature in black ink, appearing to read "Steven Ray Katzenstein". Below the signature, the name "Steven Ray Katzenstein" is printed in a smaller, clean font.